

SEP 14 '12 -1 52 PM

LAW OFFICES OF
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September 14, 2012

SURFACE TRANSPORTATION BOARD

600 BALTIMORE AVENUE SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 F Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of September 14, 2012. The primary document to which this is connected is recorded under Recordation No. 30365-A. We request that this document be recorded under Recordation No. 30365-F.

The names and addresses of the parties to the Memorandum of Assignment of Lease are:

Assignor:

Banc of America Leasing and Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Assignee:

Flagstar Bank, FSB
1 International Place
Boston, MA 02110

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 138 tank cars numbered AZXX 10090, 10186, 10287, 10356-10358, inclusive, 10360, 10361, 10363-10367, inclusive, 10369-10383, inclusive, 10385-10415, inclusive, 10417-10424, inclusive, 10426-10428, inclusive, 10431-10436, inclusive, 10438-10440, inclusive, 10442-10444, inclusive, 10447, 10448, 10450-10453, inclusive, 10455, 10456, 10458, 10460-10464, inclusive, 10466-10470, inclusive, 10472, 10474-10476, inclusive, 10478, 10479, 10481, 10482, 10484-10487, inclusive, 32028, 32033, 32036, 32041, 32042, 32046, 32050, 32054, 32066, 32068, 32083, 32088, 32104, 32113, 32114, 33123, 32134, 32203, 32204, 32229, 32312, 32317, 32343, 32359, and 32459.

Ms Cynthia T. Brown
September 14, 2012
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A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between Banc of America Leasing and Capital, LLC, 2059 Northlake Parkway, 4 South Tucker, GA 30084, and Flagstar Bank, FSB, 1 International Place, Boston, MA 02110, covering 138 tank cars numbered A7XX 10090, 10186, 10287, 10356-10358, inclusive, 10360, 10361, 10363-10367, inclusive, 10369-10383, inclusive, 10385-10415, inclusive, 10417-10424, inclusive, 10426-10428, inclusive, 10431-10436, inclusive, 10438-10440, inclusive, 10442-10444, inclusive, 10447, 10448, 10450-10453, inclusive, 10455, 10456, 10458, 10460-10464, inclusive, 10466-10470, inclusive, 10472, 10474-10476, inclusive, 10478, 10479, 10481, 10482, 10484-10487, inclusive, 32028, 32033, 32036, 32041, 32042, 32046, 32050, 32054, 32066, 32068, 32083, 32088, 32104, 32113, 32114, 33123, 32134, 32203, 32204, 32229, 32312, 32317, 32343, 32359, and 32459.

Very Truly Yours,

Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of September 14, 2012

between

FLAGSTAR BANK, FSB as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on September ____, 2012 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of September ¹⁴/₁, 2012, by and between FLAGSTAR BANK, FSB (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as Lessor, and Arizona Chemical Company, LLC, as Lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement No. 176000-90000 dated as of August 30, 2012, and, pursuant thereto, that certain Schedule No.002 dated August 30, 2012 (collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of October 12, 2011 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

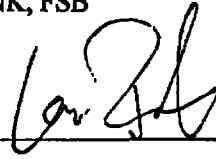
This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

FLAGSTAR BANK, FSB

By: _____



Name:

Levi Richardson

Title:

Senior Vice President

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

FLAGSTAR BANK, FSB

By: _____
Name:
Title:


BANC OF AMERICA LEASING & CAPITAL, LLC

By: *Annemarie L. Warren*
Name:
Title: **Annemarie L. Warren**
Vice President

STATE OF MA)
) ss.
COUNTY OF Norfolk)

I HEREBY CERTIFY, that on this ____ day of September, 2012, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Levi Richardson, who acknowledged himself to be the Senior Vice President of FLAGSTAR BANK, FSB, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Signer of said company by signing the name of the company by himself as the Senior Vice President.

AS WITNESS my hand and notarial seal.

 **MARY C. MCMANUS**
Notary Public
Commonwealth of Massachusetts
My Commission Expires
November 17, 2017

Mary C. McManus
Notary Public

STATE OF Massachusetts)
) ss.
COUNTY OF Suffolk)

I HEREBY CERTIFY, that on this 13th day of September, 2012, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Annemarie L. Warren, who acknowledged herself to be the Vice President of BANC. OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal



Notary Public

My commission expires:

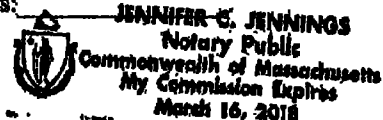


EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Year	Manufacturer	Description	Car Number
2002	Trinity	Unlined Tank Car	AZXX010090
2002	Trinity	Unlined Tank Car	AZXX010186
2002	Trinity	Unlined Tank Car	AZXX010287
2002	Trinity	Unlined Tank Car	AZXX010356
2002	Trinity	Unlined Tank Car	AZXX010357
2002	Trinity	Unlined Tank Car	AZXX010358
2002	Trinity	Unlined Tank Car	AZXX010360
2002	Trinity	Unlined Tank Car	AZXX010361
2002	Trinity	Unlined Tank Car	AZXX010363
2002	Trinity	Unlined Tank Car	AZXX010364
2002	Trinity	Unlined Tank Car	AZXX010365
2002	Trinity	Unlined Tank Car	AZXX010366
2002	Trinity	Unlined Tank Car	AZXX010367
2002	Trinity	Unlined Tank Car	AZXX010369
2002	Trinity	Unlined Tank Car	AZXX010370
2002	Trinity	Unlined Tank Car	AZXX010371
2002	Trinity	Unlined Tank Car	AZXX010372
2002	Trinity	Unlined Tank Car	AZXX010373
2002	Trinity	Unlined Tank Car	AZXX010374
2002	Trinity	Unlined Tank Car	AZXX010375
2002	Trinity	Unlined Tank Car	AZXX010376
2003	Trinity	Unlined Tank Car	AZXX010377
2002	Trinity	Unlined Tank Car	AZXX010378
2002	Trinity	Unlined Tank Car	AZXX010379
2002	Trinity	Unlined Tank Car	AZXX010380
2002	Trinity	Unlined Tank Car	AZXX010381
2002	Trinity	Unlined Tank Car	AZXX010382
2003	Trinity	Unlined Tank Car	AZXX010383
2002	Trinity	Unlined Tank Car	AZXX010385
2002	Trinity	Unlined Tank Car	AZXX010386
2002	Trinity	Unlined Tank Car	AZXX010387
2002	Trinity	Unlined Tank Car	AZXX010388
2002	Trinity	Unlined Tank Car	AZXX010389
2002	Trinity	Unlined Tank Car	AZXX010390
2002	Trinity	Unlined Tank Car	AZXX010391
2002	Trinity	Unlined Tank Car	AZXX010392

2002	Trinity	Unlined Tank Car	AZXX010393
2002	Trinity	Unlined Tank Car	AZXX010394
2002	Trinity	Unlined Tank Car	AZXX010395
2002	Trinity	Unlined Tank Car	AZXX010396
2002	Trinity	Unlined Tank Car	AZXX010397
2002	Trinity	Unlined Tank Car	AZXX010398
2002	Trinity	Unlined Tank Car	AZXX010399
2002	Trinity	Unlined Tank Car	AZXX010400
2002	Trinity	Unlined Tank Car	AZXX010401
2002	Trinity	Unlined Tank Car	AZXX010402
2002	Trinity	Unlined Tank Car	AZXX010403
2002	Trinity	Unlined Tank Car	AZXX010404
2002	Trinity	Unlined Tank Car	AZXX010405
2002	Trinity	Unlined Tank Car	AZXX010406
2002	Trinity	Unlined Tank Car	AZXX010407
2002	Trinity	Unlined Tank Car	AZXX010408
2002	Trinity	Unlined Tank Car	AZXX010409
2002	Trinity	Unlined Tank Car	AZXX010410
2002	Trinity	Unlined Tank Car	AZXX010411
2002	Trinity	Unlined Tank Car	AZXX010412
2002	Trinity	Unlined Tank Car	AZXX010413
2002	Trinity	Unlined Tank Car	AZXX010414
2002	Trinity	Unlined Tank Car	AZXX010415
2002	Trinity	Unlined Tank Car	AZXX010417
2002	Trinity	Unlined Tank Car	AZXX010418
2002	Trinity	Unlined Tank Car	AZXX010419
2002	Trinity	Unlined Tank Car	AZXX010420
2002	Trinity	Unlined Tank Car	AZXX010421
2002	Trinity	Unlined Tank Car	AZXX010422
2002	Trinity	Unlined Tank Car	AZXX010423
2002	Trinity	Unlined Tank Car	AZXX010424
2002	Trinity	Unlined Tank Car	AZXX010426
2002	Trinity	Unlined Tank Car	AZXX010427
2002	Trinity	Unlined Tank Car	AZXX010428
2002	Trinity	Unlined Tank Car	AZXX010431
2002	Trinity	Unlined Tank Car	AZXX010432
2003	Trinity	Unlined Tank Car	AZXX010433
2003	Trinity	Unlined Tank Car	AZXX010434
2002	Trinity	Unlined Tank Car	AZXX010435
2002	Trinity	Unlined Tank Car	AZXX010436
2002	Trinity	Unlined Tank Car	AZXX010438
2002	Trinity	Unlined Tank Car	AZXX010439
2003	Trinity	Unlined Tank Car	AZXX010440

2003	Trinity	Unlined Tank Car	AZXX010442
2003	Trinity	Unlined Tank Car	AZXX010443
2003	Trinity	Unlined Tank Car	AZXX010444
2003	Trinity	Unlined Tank Car	AZXX010447
2003	Trinity	Unlined Tank Car	AZXX010448
2003	Trinity	Unlined Tank Car	AZXX010450
2003	Trinity	Unlined Tank Car	AZXX010451
2003	Trinity	Unlined Tank Car	AZXX010452
2003	Trinity	Unlined Tank Car	AZXX010453
2003	Trinity	Unlined Tank Car	AZXX010455
2003	Trinity	Unlined Tank Car	AZXX010456
2003	Trinity	Unlined Tank Car	AZXX010458
2003	Trinity	Unlined Tank Car	AZXX010460
2003	Trinity	Unlined Tank Car	AZXX010461
2003	Trinity	Unlined Tank Car	AZXX010462
2003	Trinity	Unlined Tank Car	AZXX010463
2003	Trinity	Unlined Tank Car	AZXX010464
2003	Trinity	Unlined Tank Car	AZXX010466
2003	Trinity	Unlined Tank Car	AZXX010467
2003	Trinity	Unlined Tank Car	AZXX010468
2003	Trinity	Unlined Tank Car	AZXX010469
2003	Trinity	Unlined Tank Car	AZXX010470
2003	Trinity	Unlined Tank Car	AZXX010472
2003	Trinity	Unlined Tank Car	AZXX010474
2003	Trinity	Unlined Tank Car	AZXX010475
2003	Trinity	Unlined Tank Car	AZXX010476
2003	Trinity	Unlined Tank Car	AZXX010478
2003	Trinity	Unlined Tank Car	AZXX010479
2003	Trinity	Unlined Tank Car	AZXX010481
2003	Trinity	Unlined Tank Car	AZXX010482
2003	Trinity	Unlined Tank Car	AZXX010484
2003	Trinity	Unlined Tank Car	AZXX010485
2003	Trinity	Unlined Tank Car	AZXX010486
2003	Trinity	Unlined Tank Car	AZXX010487

Year	Manufacturer	Description	Car Number
2002	Trinity	Lined Tank Car	AZXX032028
2002	Trinity	Lined Tank Car	AZXX032033
2002	Trinity	Lined Tank Car	AZXX032036
2002	Trinity	Lined Tank Car	AZXX032041

2002	Trinity	Lined Tank Car	AZXX032042
2002	Trinity	Lined Tank Car	AZXX032046
2002	Trinity	Lined Tank Car	AZXX032050
2002	Trinity	Lined Tank Car	AZXX032054
2002	Trinity	Lined Tank Car	AZXX032066
2002	Trinity	Lined Tank Car	AZXX032068
2002	Trinity	Lined Tank Car	AZXX032083
2002	Trinity	Lined Tank Car	AZXX032088
2002	Trinity	Lined Tank Car	AZXX032104
2002	Trinity	Lined Tank Car	AZXX032113
2002	Trinity	Lined Tank Car	AZXX032114
2002	Trinity	Lined Tank Car	AZXX032123
2002	Trinity	Lined Tank Car	AZXX032134
2002	Trinity	Lined Tank Car	AZXX032203
2002	Trinity	Lined Tank Car	AZXX032204
2002	Trinity	Lined Tank Car	AZXX032229
2002	Trinity	Lined Tank Car	AZXX032312
2002	Trinity	Lined Tank Car	AZXX032317
2002	Trinity	Lined Tank Car	AZXX032343
2002	Trinity	Lined Tank Car	AZXX032359
2003	Trinity	Lined Tank Car	AZXX032459